

**RULES OF THE  
PERTH INNER CITY YOUTH SERVICE INC.**

**1. NAME OF THE ASSOCIATION**

The name of the Association shall be the "Perth Inner City Youth Service Inc."

**2. DEFINITIONS AND INTERPRETATION**

(1) In these rules, unless the contrary intention appears:

"**AGM**" means the Annual General Meeting of the Association convened under clause 9.3;

"**Books of the Association**" has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association;

"**Committee Meeting**" means a meeting of the Committee;

"**Committee Member**" means a member of the Committee;

"**Executive Officer**" means the person referred to in clause 7.1;

"**Financial Records**" has the meaning given to it in section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of moneys, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
  - (i) the methods by which Financial Statements are prepared; and
  - (ii) adjustments to be made in preparing Financial Statements;

"**Financial Report**" has the meaning given to it in sections 62 and 63 of the Act;

"**Financial Statements**" has the meaning given to it in sections 62 of the Act;

"**Financial Year**" means the period of 12 months commencing on 1 July of each year and ending on 30 June of the following year;

"**General Meeting**" means a meeting which is open to all Members of the Association;

"**Individual Member**" means a natural person 18 years of age or over, who is a Member of the Association;

"**Member**" means a member of the Association, and comprises of Individual Members and Organisation Members;

**“Office Bearers”** means each of the Chairperson, Vice-Chairperson, Secretary and Treasurer;

**“Ordinary Resolution”** means a resolution at a General Meeting other than a Special Resolution;

**“Organisation Member”** means an organisation, incorporated association or body corporate which is a Member of the Association;

**“Organisation Representative”** means a natural person 18 years of age or over (whether or not he or she is an Individual Member) appointed in writing to the Secretary by the Organisation Member to act as a representative of the Organisation Member at General Meetings.

**“Rules”** means these rules of the Association, as amended from time to time under clause 17;

**“Special Resolution”** is a resolution of the Association passed in accordance with section 51 of the Act;

**“Surplus Property”** has the meaning given to it in the Act and means the property remaining when the Association is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up the Association.

but does not include books pertaining to the management of the Association;

**“the Act”** means the *Association Incorporation Act 2015 (WA)*;

**“the Chairperson”** means the Chairperson of the Committee, subject always to these Rules;

**“the Commissioner”** means the person designated as the Commissioner from time to time under the Act;

**“the Committee”** means the management committee required by the Act which is the body responsible for the management of the affairs of the Association;

**“the Secretary”** means the Secretary of the Association;

**“the Patron”** means the Patron of the Association;

**“the Treasurer”** means the Treasurer of the Association;

**“the Vice-Chairperson”** means the Vice-Chairperson of the Association;

**“Tier 1 Association”** has the meaning given to it in section 62 of the Act;

**“Tier 2 Association”** has the meaning given to it in section 62 of the Act;

**“Tier 3 Association”** has the meaning given to it in section 62 of the Act.

- (2) Except where the context otherwise requires:
  - (a) a reference to a singular number includes a reference to the plural number and vice versa;
  - (b) a reference to any gender includes a reference to the other genders and each of them;
  - (c) a reference to any statute, regulation, proclamation, ordinance or by-laws varying, consolidating or replacing them, and a reference to a statute includes all regulations, proclamations, ordinances or by-laws issued under that statute.
- (3) Marginal notes and headings where used in this document are purely for the purpose of identification and shall not be considered in the interpretation of the provisions of this document.

### 3. OBJECTS OF THE ASSOCIATION

The objects and purposes of the Association are:

- (1) To provide services for young people which may include any of the following:
  - (a) A service for contacting young people in places and at times they frequently attend and gather.
  - (b) Appropriate supporting services, with special emphasis on:
    - (i) personal referral to existing services;
    - (ii) being catalysts for development of new services where none exist.
    - (iii) the individual in the context of wider total environment (for example family/home situations).
  - (c) Such facilities and/or services whereby young people may attend or gather as the Association may from time to time deem appropriate.
  - (d) Such accommodation for young people, as the Association may from time to time deem appropriate.
- (2) These objects of the Association shall also involve and/or in addition include, where appropriate (and without limitation), the following:
- (3) Identifying areas where preventative programs need to be applied and facilitating such action as is required.
- (4) Acting as a bridge between youth and available resources and services within the community.
- (5) Working in harmony with other agencies and organisations who have similar objectives

- (6) Promoting and facilitating research into the needs and lifestyles of young people, with special emphasis on those young people contacted in services.
- (7) Providing opportunities for appropriate students, and other persons interested in working for the objectives of the Association as a learning experience.
- (8) Advising the government on youth matters
- (9) Educating the community on youth matters.
- (10) Borrowing and raising money for any of the objects and purposes of the Association, with or without security, in such manner as the Association sees fit and applying funding, collecting funds and accepting donations or bequests to further attain the objects and purposes of the Association.
- (11) Doing all such acts as are conducive to the furtherance of the above objectives.

#### **4. POWERS OF THE ASSOCIATION**

Subject to the Act, the Association may do all things necessary or convenient for lawfully carrying out its objects and purposes, including the employment of staff and consultants.

#### **5. NON-PROFIT CLAUSE**

The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member except in good faith in the promotion of those objects or purposes.

#### **6. MEMBERSHIP OF THE ASSOCIATION**

##### **6.1. Classes of Members**

The membership of the Association consists of Individual Members and Organisation Members.

##### **6.2. Qualifications for Membership**

Membership shall be open to any organisation or individual 18 years of age or over who is in agreement with the objects and purposes of the Association, is not a paid employee of the Association and has satisfied the procedure for membership specified below in clause 6.3.

##### **6.3. Procedure for Membership**

- (1) An organisation or individual who wishes to become a member must apply in writing on a membership form approved by the Committee, and be nominated by an existing Member.
- (2) An organisation or individual will be accepted as a Member if their membership application is accepted by a General Meeting, in accordance with clause 9.2(4)..
- (3) An organisation or individual may be accepted as a Member by the Committee, if:

- (a) the Committee unanimously propose to accept their membership application; and
  - (b) the Committee provides written notice to the Members of the proposed acceptance of the membership application, and no written objections are received from the Members by the Committee within 21 days of the notice being given, whereby the organisation or individual will be deemed to be a Member on the expiration of the 21-day period.
- (4) If under clause 6.3(3) the Committee does not unanimously propose to accept the membership application, or if one or more objections are received, the membership application must be determined in accordance with clause 6.3(2).

#### **6.4. Reasons for rejection of application for Membership**

Reasons for the rejection of any application for membership, must be minuted in the minutes of the relevant meeting and these reasons communicated in writing to the individual or organisation seeking membership.

#### **6.5. Register of the Members of the Association**

- (1) The Secretary shall keep and maintain a register of the Members showing the name, address, type of membership, name of Organisation Representative (if applicable), date membership commenced and date membership expired.
- (2) The Secretary shall delete the name of any person who dies or who ceases to be a Member of the Association from the register of Members.

#### **6.6. Register of Committee Members**

The Secretary shall keep and maintain a register of Committee Members showing the name, address, position held, name of Organisation Member acting on behalf of (if applicable), date membership of the Committee commenced and date membership ceased.

#### **6.7. Membership Fees**

Unless otherwise determined by Special Resolution at a General Meeting there shall be no entrance fees, subscriptions or other amounts payable by Members.

#### **6.8. Cessation of Membership**

A Member can resign from the Association by giving notice in writing to a Committee Member. Their membership ceases on the delivery of the notice.

#### **6.9. Expulsion of Members**

- (1) A Member can be expelled if the Members at a General Meeting consider their conduct is detrimental to the Association.
- (2) The Committee may also recommend to the General Meeting the expulsion of a Member.

- (3) To expel a Member the Member must be given at least seven (7) days notice in writing of the General Meeting at which the expulsion will be discussed. The notice must state why the Member is being considered for expulsion. The Member is entitled to attend this meeting to address the Members, however, they will be required to leave the meeting while the Members deliberate the expulsion.
- (4) The Member must be advised in writing of the decision of expulsion and the reasons for it. The expulsion of a Member is effective upon the receipt of notice of the expulsion.
- (5) The Member can appeal against their expulsion to the next General Meeting.

## 7. MANAGEMENT OF THE ASSOCIATION

### 7.1 The Committee

- (1) The Committee is the management body of the Association and has authority to manage the affairs of the Association.
- (2) Subject to the Act, these Rules and any lawful resolution passed by the Association in General Meeting, the Committee:
  - (a) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required to be exercised by General Meetings of the Members; and
  - (b) has power to perform all acts and do all things as appears to the Committee to be necessary or desirable for the proper management of the business and affairs of the Association.
- (3) The Committee shall comprise:
  - (a) the Chairperson;
  - (b) the Vice-Chairperson;
  - (c) the Secretary;
  - (d) the Treasurer; and
  - (e) any other Committee Members.
- (4) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
  - (a) an indictable offence in relation to the promotion, formation or management of a body corporate;
  - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (c) an offence under Part 4 Division 3 or section 127 of the Act;unless the person has obtained the consent of the Commissioner.
- (5) No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person

whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

- (6) The Committee shall be responsible for:
  - (a) Upholding and advancing the objects of the Association and the proper exercise of the powers of the Association.
  - (b) Meeting the requirements of the Act.
  - (c) The management and administration of the Association including the employment of staff.
  - (d) The financial management of the Association including the financial management and services it provides and meeting the requirements of any funding or other agreements into which the Association has entered.
  - (e) Establishing and managing sub-committees, who are responsible to the Committee.
  - (f) Maintaining membership of and community support for the Association.
  - (g) The appointment of a staff person who shall be designated the Executive Officer of the Association. Such person shall have the responsibilities set by the Committee from time to time.

## **7.2 Committee Meetings**

- (1) The Committee shall meet monthly or as often as is required to complete the business of the Association.
- (2) The Chairperson or two (2) members of the Committee shall have the power to call a meeting of the Committee and must give each Committee Member at least 48 hours' notice of each Committee Meeting before the time appointed for holding the meeting.

## **7.3 Quorum for Committee Meetings**

The quorum for a meeting shall be any three members of the Committee one (1) of which must be a Chairperson, Vice-Chairperson, Secretary or Treasurer.

## **7.4 Voting at Committee Meetings**

- (1) Each Committee Member has one (1) vote.
- (2) All voting shall be in person and all decisions at Committee Meetings will be deemed to be passed if a majority vote is obtained.
- (3) The Chairperson (or another Committee Member undertaking the duties of the Chairperson pursuant to clauses 8.2(5) and 8.2(6), as the case may be) shall have a casting vote in the case of a tied vote.
- (4) Any Committee Member who has a direct or indirect financial interest in any matter to be considered by the Committee shall as soon as they are aware of their interest disclose it to the Committee and cease to be involved in the decision.

- (5) The Committee may invite any person to address the meeting but no person (other than Committee Members) shall have a right to vote.

#### **7.5 Representation by the Executive Officer at Committee Meetings.**

- (1) The Executive Officer or his/her nominee will attend each Committee Meeting in an ex-officio capacity and shall not have a vote.
- (2) The Executive Officer or his or her nominee will:
  - (a) Present a report on the operations of the service since the last Committee Meeting, in a format determined by the Committee.
  - (b) Bring to the attention of the Committee any issues that require Committee consideration.
  - (c) Provide information and advice to assist the Committee in its deliberations.
  - (d) Provide feedback to other staff of the considerations and deliberations of the Committee.
- (3) The Committee may, by a majority vote, require that no staff members be present for all or part of a Committee Meeting.

#### **7.6 Election of Committee Members**

- (1) The Committee shall be elected at each AGM and shall comprise up to ten (10) Committee Members, up to eight (8) of which shall be Individual Members elected at the AGM and up to two (2) of which may be co-opted pursuant to clause 7.6(5)(c), at least three (3) of whom must have experience in youth work or related fields.
- (2) Committee Members shall be elected at the AGM for a term expiring at the second AGM after his or her election, except for the circumstances set out at clause 7.6(4).
- (3) At the Committee's first meeting (which will be convened as soon as practical after the AGM) they shall elect the Office Bearers.
- (4) At the AGM to be held in 2017, half of the Committee Members will be elected for a one (1) year term, which will be determined by a ballot.
- (5) Nominations for Committee positions
  - (a) Retiring Committee Members may nominate for re-election.
  - (b) Nominations for vacant positions on the Committee can be made prior to the meeting in writing or from the floor at the time of the AGM.
  - (c) The Committee may by resolution co-opt up to two (2) additional members of the Committee, who have certain skills useful to the Committee, who may or may not be Members of the Association. Such co-opted members may hold office only to the next AGM, but are eligible for re-appointment.



- (d) Individual Members who have been service recipients of the Association can only nominate for the Committee after three (3) years of ceasing to be a service recipient.

### 7.7 Cessation of Office of Committee Members

- (1) A Committee Member shall cease to hold office:
  - (a) if they resign in writing as a Committee Member;
  - (b) if they resign, are suspended or expelled as a Member of the Association; or
  - (c) if a majority of the Committee vote to expel a person from the Committee.
- (2) Expulsion from the Committee
  - (a) A Committee Member can be expelled from the Committee if the Committee considers the Committee Member's conduct is detrimental to the interests of the Association or the Committee Member is not performing their duties of office fully.
  - (b) To expel a Committee Member the Committee must give the person at least seven (7) days notice in writing of the Committee Meeting at which the expulsion will be discussed. The notice must state why the Committee Member is being considered for expulsion. The Committee Member is entitled to address the Committee, however, they will be required to leave the meeting while the Committee deliberates the expulsion.
  - (c) The Committee must advise the Committee Member in writing of their decision, and the expulsion of a Committee Member is effective upon receipt of the expulsion.

### 7.8 Absence from Meetings

Absence from three (3) consecutive Committee Meetings without notification or acceptable excuse is ground for removal from the Committee.

### 7.9 Casual Vacancies of the Committee

- (1) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:
  - (a) dies;
  - (b) becomes disqualified from holding a position under clauses 7.1(4) or 7.1(5) as a result of bankruptcy or conviction of a relevant criminal offence;
  - (c) becomes permanently incapacitated by mental or physical ill-health; or
  - (d) ceases to hold office due to clause 7.7.
- (2) If a position on the Committee is declared vacant the continuing Committee Members may:

- (e) unanimously agree to appoint a Member or a non-Member to fill that vacancy until the conclusion of what would have been the term of the previous Committee Member; or
  - (f) subject to clause 7.9(3), continue to act despite the vacant position on the Committee.
- (3) If the number of Committee Members is less than the number fixed as the quorum for Committee Meetings, the continuing Committee Members may act only to:
- (g) increase the number of Members on the Committee to the number required for a quorum; or
  - (h) convene a General Meeting of the Association.

## **8. DUTIES OF OFFICE BEARERS**

Unless otherwise determined by the Committee, the duties of the Committee Members shall include the following:

### **8.1 Patron**

The Committee may from time to time appoint a person as the Patron, who may or may not be a Member, and who shall hold office for a term as determined by the Committee. The principal role of the Patron shall be to promote and advance the interests of the Association.

### **8.2 Duties of the Chairperson**

- (1) Manage and facilitate the meetings of the Association including prioritise agenda items, set time limits, and lead the meeting through the agenda, note motions and amendments (with the Secretary), and put these to the meeting to vote on, sign the minutes of previous meeting after they have been confirmed as an accurate record of the meeting and ensure meetings are run in accordance with these Rules.
- (2) Be a member of Sub-Committees if required.
- (3) Act as a spokesperson for the Association.
- (4) Preside at Committee Meetings and General Meetings.
- (5) In the absence of the Chairperson at a Committee Meeting or General Meeting, the Vice-Chairperson shall preside at the meeting.
- (6) In the absence of both the Chairperson and the Vice-Chairperson at a Committee Meeting or General Meeting, a member elected by a majority vote of the Committee shall undertake the duties of the Chairperson.

### **8.3 Duties of the Secretary**

- (1) Call meetings in accordance with these Rules. Draw up an agenda for the meetings with the assistance of the Chairperson.
- (2) Ensure that accurate minutes are taken of Committee Meetings, that the minutes are properly filed and that copies of minutes are distributed to Committee Members.

- (3) Ensure that accurate minutes are taken of General Meetings, the minutes are properly filed and copies of minutes are distributed to the Members.
- (4) Work with the Chairperson to note motions and amendments voted on in meetings.
- (5) Ensure that a list of correspondence received and sent is available at each monthly Committee meeting, and that correspondence requiring action by the Committee is brought to the Committee's attention and properly responded to and that correspondence is properly filed, and up-to-date and is available for any member to examine.
- (6) Maintain the register of Members and the record of Office Bearers of the Association.
- (7) Ensure the safe custody of the Books of the Association.
- (8) Be responsible for the Seal of Association and ensure that it is only used on proper authority.
- (9) In the absence of the Secretary at a Committee Meeting or General Meeting another member shall be elected to ensure proper minutes are taken.

#### **8.4 Duties of the Treasurer**

- (1) Ensure the safekeeping of all Financial Records of the Association and any other relevant records of the Association.
- (2) To comply on behalf of the Association with Part 5 of the Act in respect of the accounting records of the Association.
- (3) Ensure financial reports are produced and presented to the Committee and/or General Meetings, including:
  - (a) if the Association is a Tier 1 Association, coordinate the preparation of the Financial Statements of the Association prior to their submission to the annual general meeting of the Association; or
  - (b) if the Association is a Tier 2 Association or Tier 3 Association, coordinate the preparation of the Financial Report of the Association prior to its submission to the annual general meeting of the Association.
- (4) Ensure an audit of the books is prepared each year.
- (5) Ensure an annual budget is prepared at the beginning of each financial year.

#### **8.5 Duties of the other Committee Members**

Other Committee members should assist the Chairperson, Vice-Chairperson, Secretary or Treasurer in undertaking their duties.

#### **8.6 Spokesperson**

The person acting as spokesperson for the Association shall make statements in accordance with previously agreed policy, or, in an emergency, following consultation with at least two (2) other Committee Members.

### 8.7 Delegation of duties

Any of the duties set out in this clause 8 may be delegated by the Committee to a staff of the Association, including the Executive Officer.

## 9. GENERAL MEETINGS

### 9.1 Voting by Organisation Members

- (1) An Organisation Member can only vote at General Meetings if it has appointed in writing an Organisation Representative.
- (2) The Organisation Representative has authority to vote on behalf of the Organisation Member at General Meetings, until:
  - (a) the Organisation Member revokes the appointment in writing; and
  - (b) the Organisation Member appoints in writing a different Organisation Representative.
- (3) A copy of the written appointment or revocation of appointment of the Organisation Representative referred to in clauses 9.1(1) and 9.1(2) must be lodged with the Secretary

### 9.2 Voting at General Meetings

- (1) Each Individual Member and Organisation Representative has one vote at a General Meeting (**Voting Member**).
- (2) A Voting Member may appoint in writing another Voting Member to be their proxy and to attend, and vote on their behalf at any General Meeting.
- (3) A Voting Member may not be a proxy to more than one (1) other Member.
- (4) Except where otherwise expressly provided questions arising at any General Meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes the Chairperson (or another Committee Member undertaking the duties of the Chairperson pursuant to clauses 8.2(5) and 8.2(6), as the case may be) shall have a second or casting vote.
- (6) Voting shall be by a show of hands, however, a secret ballot shall be held if a request is made by a Voting Member present. The Chairperson shall determine the manner in which the secret ballot will be conducted, and the result as declared by the Chairperson, shall be deemed to be a resolution of the meeting concerned.

### 9.3 Annual General Meeting

- (1) The AGM of the Association shall be held within four (4) months of the close of the Association's financial year. Written notice of the AGM shall be given to all Members four (4) weeks in advance of the meeting.
- (2) At this meeting the business shall include:

- (a) A report from the Committee for the previous year.
- (b) The presentation of audited financial statements for the 12 months period ending June 30 last.
- (c) The election of the Committee.
- (d) Any general business.

#### 9.4 Special General Meeting

- (1) The Association may hold Special General Meetings from time to time.
- (2) Written notice of any such Special General Meeting shall be given to all Members four (4) weeks in advance of the meeting, such written notice to include the business to be transacted, and no other business than that specified in the notice of the Special General Meeting shall be transacted.
- (3) Special General Meetings may be called by the Chairperson at the request of the Committee or at the written request of one-fifth of Voting Members and shall be held within eight (8) weeks of such requests being submitted to the Chairperson.

#### 9.5 Quorum for General Meetings

The quorum for a General Meeting is one-third of the Association's Members, present in person or by proxy. If there is no quorum within thirty (30) minutes of the starting time for the meeting, then the General Meeting shall be adjourned for a period of not more than thirty (30) days. The quorum for the adjourned meeting shall be five (5) Voting Members.

### 10. SERVICE OF NOTICES

- (1) For the purpose of these rules, a notice must be served by or on behalf of the Association upon any Member as follows:
  - (a) By delivering it personally by hand to the Member at the Member's address shown in the Register of Members; or
  - (b) by sending it by post to the Member at the Member's address shown in the Register of Members; or
  - (c) by sending it by email or any other method of electronic communication to the Member's email address shown in the Register of Members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

### 11. SUB-COMMITTEES

- (1) The Committee may establish Sub-Committees and may wind-up, direct or overturn any decisions of a Sub-Committee as they see fit.

- (2) Any Sub-Committee must include at least one (1) Committee Member and shall be chaired by a Committee Member. The chairperson of a Sub-Committee shall report on the operations of the Sub-Committee to Committee Meetings of the Association.

## 12. FINANCE

### 12.1 Control of Funds

- (1) The funds of the Association are to be used in pursuance of the objects of the Association.
- (2) All funds shall be deposited to the credit of the Association at such Bank or Building Society as may be approved by the Committee from time to time. All such accounts shall be operated by, and require the signature of, at least one (1) Office Bearer and the staff person.
- (3) Notwithstanding clause 12.1 at the Committee's discretion the Committee on behalf of the Association can operate a petty cash account that will only require the joint signature of two (2) staff persons of the Association authorised by the Committee.

### 12.2 Source of Association Funds

- (1) The funds of the Association may be derived from entrance fees and annual membership fees of Members, donations, fund raising activities, grants, interest, and any other sources approved by the Committee.
- (2) The Association must, as soon as practicable:
  - (a) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
  - (b) after receiving any money, issue an appropriate receipt.

### 12.3 Financial Records

- (1) The Association must keep Financial Records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (2) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

### 12.4 Financial Statements and Financial Reports

- (1) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- (2) Without limiting subclause (a), those requirements include:
  - (a) if the Association is a Tier 1 Association, the preparation of the Financial Statements;

- (b) If the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;
- (c) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
- (d) if the Association is a Tier 1 Association, the presentation of the Financial Statements to the annual general meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
- (e) if the Association is a Tier 2 Association or a Tier 3 Association, the presentation of the Financial Report to the annual general meeting of the Association (and a copy of the report of the review or auditor's report, whichever is applicable); and
- (f) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

### 12.5 Review or audit of Financial Statements of Financial Report

The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:

- (1) the Association is a Tier 2 or Tier 3 Association;
- (2) the Members require a review or audit by resolution at a General Meeting;
- (3) an audit or review is directed by the Commissioner; or
- (4) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

### 13. AUDITED ACCOUNTS AND RECORDS

- (1) The Committee shall appoint an Auditor who is not a member of the Association, who shall audit the accounts and records of the Association annually and the Treasurer shall present to the AGM a report as to the financial position of the Association.
- (2) The Committee shall give to the Auditor at all reasonable times full access to the Books of the Association and Financial Records and afford the Auditor every facility for the purpose of making a correct audit of the Association's financial affairs.

### 14. THE ASSOCIATION'S BOOKS AND RECORDS

- (1) Except as otherwise decided by the Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of the Association with the exception of the Financial Records which, except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Treasurer.
- (2) The Books of the Association must be retained for at least 7 years.
- (3) Upon reasonable notice to the Secretary, any Member may inspect the Rules and the Books of the Association free of charge, excluding those of a

confidential and personal nature which relate to staff and clients of the Association.

- (4) A Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.
- (5) A Member must not use or disclose information in the Books of the Association except for a purpose:
  - (a) that is directly connected with the affairs of the Association; or
  - (b) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

## 15. DISPUTE RESOLUTION

### 15.1 Disputes arising under the Rules

- (1) This clause 15.1 applies to:
  - (c) disputes between Members; and
  - (d) disputes between the Association and one or more Members,that arise under the Rules or relate to the Rules.
- (2) In this clause "Member" includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (4) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (5) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under clause 15.1(4) for the Committee to determine the dispute.
- (6) At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (7) The Secretary must inform the parties to the dispute of the Committee's decision and the reasons for the decision within 7 days after the Committee Meeting referred to in clause 15.1(5)
- (8) If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

### 15.2 Mediation

- (1) This clause 15.2 applies to:



- (a) where a person is dissatisfied with a decision made by the Committee under clause 15.1; or
  - (b) where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Committee.
- (2) Where the dispute relates to a proposal for the suspension or expulsion of a Member this clause does not apply until the procedure under clause 7.7 in respect of the proposed suspension or expulsion has been completed.
- (3) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 15.1 or a party to the dispute is dissatisfied with a decision made by the Committee a party to a dispute may:
- (a) provide written notice to the Secretary of the parties to, and the details of, the dispute; or
  - (b) agree to, or request the appointment of, a mediator.
- (4) The party, or parties requesting the mediation must pay the costs of the mediation.
- (5) The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) if the dispute is between a Member and another Member – a person appointed by the Committee; or
    - (ii) if the dispute is between a Member or more than one Member and the Association, the Committee or a Committee Member, then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (6) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (9) The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow all parties to consider any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (10) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

### 15.3 Inability to resolve disputes

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

## 16. COMMON SEAL OF ASSOCIATION

- (1) The Association shall have a Common Seal on which its corporate name shall appear.
- (2) The Common Seal of the Association shall not be used without the express authority of the Committee and every use of the Common Seal shall be recorded in the minutes of a Committee meeting.
- (3) The affixing of the Common Seal of the Association shall be witnessed by the Chairperson, Secretary or Treasurer and minuted at the next Committee meeting.
- (4) The Common Seal of the Association shall be kept in the custody of the Secretary or such person as the Committee from time to time decides.

## 17. ALTERATION OF RULES

- (1) These Rules may be altered or replaced by a Special Resolution at a General Meeting.
- (2) At least four (4) weeks notice of the General Meeting must be given and must specify the proposed amendments to the Rules.
- (3) The Deputy Commissioner of Taxation and the Chief Executive Officer of any organisation that provides funds to the Association shall be notified in writing of any alteration to the Rules within thirty (30) days of approval of the alteration from the Commissioner.

## 18. DISSOLUTION

- (1) On the winding up of the Association, any Surplus Property shall not be paid to or distributed among the Members or former Members of the Association but the Members at a General Meeting shall decide as to the disposal of the Surplus Property in accordance with this clause,
- (2) Surplus Property can be disposed:
  - (a) to another incorporated association having objects similar to those of the Association and which is exempted from income tax under Section 23 of the Income Tax Assessment Act;
  - (b) for charitable purposes;

which shall be determined by resolution of the Members when authorising and directing the Committee to prepare a distribution plan for the distribution of the Surplus Property of the Association.

- (3) Upon application in writing made to the Committee by not less than two thirds of members signifying their desire that the Association be dissolved, a Special General Meeting shall be called to consider the question. The Association shall not be dissolved except by Special Resolution of the Members present or by proxy and voting at a meeting called for that purpose of which not less than four (4) weeks written notice including notice of the proposed dissolution has been given to all Members and that a copy of the resolution to dissolve the Association is lodged with the Commissioner within fourteen (14) days after the passing of the resolution.
  
  - (4) The Deputy Commissioner of Taxation in Western Australia shall be advised of the date of dissolution within fourteen days (14) days should this occur.
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